

Board of Directors' Minutes

IASB Board of Directors' Meeting Hyatt Regency Chicago November 20, 2011

Present:

Joseph AlesandriniPresident..... Pekin
Carolyn BrooksVice President Noble
Mark C. MetzgerImmediate Past President..... Aurora
Ben AndersenNorthwest Division East Dubuque
David BartonTwo Rivers..... Nebo
John CoersSouthwestern Chair O'Fallon
Tom CunninghamSouth Cook..... Orland Park
Linda EadesKaskaskia Hettick
Roger EdgecombeAbe Lincoln Maroa
Karen FisherStarved Rock Marseilles
Dale HansenThree Rivers/Interim-Treasurer Grant Park
Mark HarmsCorn Belt..... Flanagan
Steve LarsonService Associates Representative..... Lisle
Sue McCanceWestern Cuba
John MetzgerEgyptian Benton
Jackie MickleyBlackhawk..... Geneseo
Tom NeeleyCentral Illinois Valley Morton
Joanne OsmondLake..... Lake Villa
Roger PfisterShawnee Murphysboro
Phil PritzkerNorth Cook..... Arlington Heights
Jesse RuizChicago Board of Education Chicago
Michelle SkinloIllini Mattoon
Mary StithKishwaukee Geneva
Rosemary SwansonDuPage Wheaton
Joanne ZendolWest Cook..... Berwyn

Absent:

Tim BlairWabash Valley Casey

Recording Secretary Carla S. Bolt

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Introductions and Announcements – President Alesandrini called the meeting to order at 7:00 a.m.

Additions to and Approval of Agenda

Action: Phil Pritzker moved, seconded by Ben Andersen and carried unanimously, that the meeting agenda be approved with the addition of 11.a August 2011 meeting update.

Approval, August 28, 2011 Minutes

Action: Dale Hansen moved, seconded by Sue McCance and carried unanimously, that the minutes for the August 28, 2011, Board of Directors' Meeting be approved and placed on file.

Monitoring Report of August 28, 2011 Meeting – President Alesandrini thanked everyone for submitting their meeting reports.

Consent Agenda – Dr. Johnson reported a correction to the membership report. It should reflect \$26,000 above budget.

Action: Tom Neeley moved, seconded by Michelle Skinlo and carried unanimously, that the Consent Agenda (President's Report; Executive Director Emeritus Report; October 14, 2011 Executive Committee meeting minutes; FY 2012 Membership Report) be approved with correction to the membership report and placed on file.

Division By-Laws

Action: Michelle Skinlo moved, seconded by Joanne Zendol and carried unanimously, that the submitted by-laws for DuPage and North Cook be approved.

Monitoring Reports

POLICY I-1, ENDS/Mission

This policy is in compliance at this time.

POLICY II-3, EXECUTIVE LIMITATIONS, Budgeting/Forecasting

This policy is in compliance at this time.

POLICY II-4, EXECUTIVE LIMITATIONS, Financial Condition

This policy is in compliance at this time. The September financial statements were included.

POLICY II-6, EXECUTIVE LIMITATIONS, Asset Protection

This policy is in compliance at this time.

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POLICY III-2, GOVERNANCE PROCESS, Governing Style

This policy is in compliance at this time.

POLICY III-5, GOVERNANCE PROCESS, Board Committee Principles

This policy is in compliance at this time.

POLICY III-7, GOVERNANCE PROCESS, Annual Board Planning Cycle

This policy is in compliance at this time.

POLICY V-1, FORM 990 COMPLIANCE POLICIES, Conflict of Interest

This policy is in compliance at this time.

POLICY V-2, FORM 990 COMPLIANCE POLICIES, Whistleblower

This policy is in compliance at this time.

POLICY V-3, FORM 990 COMPLIANCE POLICIES, Document Retention and Destruction

This policy is in compliance at this time.

POLICY V-4, FORM 990 COMPLIANCE POLICIES, Process for Determining Compensation

This policy is in compliance at this time.

New Governance Policies Discussion – President Alesandrini reviewed discussions with Aspen and it has been a trying process, but we are slowly getting them to where we want to be. The difficulty has been getting them to understand our way of policy governance. Joe stated that the board seems pleased with the process so far.

The Board offered many thanks to Joe, Carlyne and Dr. Mike in working so diligently with the Aspen group to get everyone on the same page and heading in the same direction.

The other Aspen book *Boards that Matter* has been ordered for each IASB Director and Officer and will be mailed as soon as it is received

REPORTS:

Conference Committee Report – Co-Chairs Ben Andersen and Jackie Mickley reviewed the report contained in the packet and updated the Board with new statistics. They reported that attendees are up from last year, 11,600; five workshops were full with counts at 650 for all the workshops and Chicago Tours were 100+ attendees.

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Directors reported the following comments from exhibitors and attendees:

- Exhibitors pleased with the conference and traffic flow
- One exhibitor would like the town listed on the badge to be bigger
- Attendees would like shorter sessions to be able to participate in more sessions
- Workshop rooms were hot
- Some exhibitors booths were not cleaned upon arrival
- 2nd General Session was great and appreciated the warning
- Exhibitors want barcodes
- Cost of internet is too high
- Enjoyed the performance vs. a speaker; nice change of pace
- A/V sound was hard to hear on 2nd General Session

President Alesandrini reported on the 2nd General Session where he edited the script and added the NSBA Federal Advocacy. He gave an overview of this along with the many mis-communications from NSBA. IASB is to be a pilot for the advocacy which NSBA agreed too and now are changing their mind. There are several discrepancies within NSBA regarding this issue. If IASB cannot be a pilot for this program then IASB will hire their own federal lobbyist.

Open Meetings Act session was well attended. Only a few were turned away.

FY 2011 Audit Report – The Audit Committee Dale Hansen, Chair; John Metzger, Linda Eades, John Coers, Tom Cunningham, Jesse Ruiz and officers, Joe Alesandrini and Carlyne Brooks met with auditor J.D. Stewart, Eck, Schafer and Punke, LLP on November 17 to review the audit.

The Committee reported that the new audit firm was in the Springfield office for six days reviewing and working with staff. The audit firm is currently being audited by its peers and the audit committee will receive a copy of that report as soon as it is available. The firm reported a very clean and accurate reporting of numbers for the audit.

Action: John Metzger moved, seconded by Linda Eades and carried unanimously, to accept the 2011 Audit as presented.

NSBA Policies & Resolutions Committee – President Carlyne Brooks was appointed to this committee.

Delegate Assembly – Carlyne Brooks reviewed the Delegate Assembly process and the resolutions that were submitted. Some delegates do not understand the delegate assembly process.

IASB Service Associates Report – Representative, Steve Larson reported the Committee met November 19 and reviewed membership applications and references. Steve stated there are currently 75 service associates and 33 of them were exhibitors and seven served on panels for the conference. This number goes up and down from time to time with 80 members being their highest level of membership to date.

They voted to recommend that the Board of Directors invite the following firms to become IASB Service Associates:

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- Raymond James & Associates, Inc. of Chicago (Investment Banking)
- GRP Mechanical, Inc. of Bethalto (Mechanical Service/Performance Contracting)
- Sodexo, Inc. of Chicago (food and nutrition services)

Action: Sue McCance moved, seconded by Michelle Skinlo and carried unanimously, that a Service Associate membership invitation be issued to these firms.

Executive Director Search – President Alesandrini updated the Board on where the Committee was. The Committee will interview all external candidates within the next two weeks and bring the final two candidates to the February 2012 board meeting for selection.

IHSA – Representative Mark Harms reviewed his report and stated the latest hot topic is the concussion policy. He also reviewed current legislation affecting the IHSA.

Staffing Update – The Executive Director Emeritus reviewed the staffing update contained in the meeting packet.

Legislative Update – Ben Schwarm updated the Board regarding current legislation. His department has been working with the ROE's to get salary reinstated; Governor has signed the bill. He believes the number of ROE offices will be reduced at some point in the future. Also reported success with the property tax legislation and reported no action on pension reform. Pension payments have reached \$7 billion; gaming expansion failed and no action on budget items.

New President – President Alesandrini handed the meeting over to IASB's new President, Carolyne Brooks and congratulated Karen Fisher as our newly-elected Vice President. With Joe becoming immediate past president, Mark Metzger left the table and sat with staff as an observer.

Treasurer Election – Dale Hansen was the only director to apply for the Treasurer position. He was given three minutes to review his qualifications for the position.

Action: Roger Pfister moved, seconded by Joanne Osmond and carried unanimously, that Dale Hansen serve as IASB Treasurer for a two-year term for the 2012-2013 calendar years.

Executive Committee Election – President Brooks asked for director's to state their interest in serving on the executive committee and the following said yes they were wished to serve: Tom Neeley, Joanne Zendol, Joanne Osmond, Sue McCance, Roger Pfister, Ben Andersen and Phil Pritzker. Following a written ballot the following individuals were elected to the Executive Committee for the period November 20, 2011 to November 18, 2012: Joanne Zendol, Joanne Osmond, Roger Pfister and Phil Pritzker.

2012 Conference Co Chairs – President Brooks appointed Rosemary Swanson and Tom Neeley to chair as the 2012 Joint Conference Committee Co Chairs. The Committee will meet 11:00 a.m., Thursday, February 23, 2012, Plaza Ballroom A/B, Hyatt Regency Chicago prior to the February Board of Directors' Meeting.

